

Annexure 8

QUARTERLY REPORT ON CORPORATE GOVERNANCE
(As per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Name of the Listed Entity **Sundaram Finance Limited**

2. Quarter Ending **31.12.2016**

I Composition of Board of Directors										
Title (Mr/ Ms)	Name of the Director	DIN	PAN	Category (Chairperson/ Executive/ Non-executive/ Independent/ Nominee)	Date of Appointment in the current term	Date of cessation	Tenure* (Years)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of the Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of the Listing Regulations)
Mr	S Viji	00139043	AAFPV2927C	Chairperson	23/07/2015	-	-	2	1	1
Mr	S Ram	00018309	ADCPR0378R	Non-Executive	23/07/2015	-	-	3	1	0
Mr	N Venkataramani	00001639	ABXPV4759R	Independent	23/07/2014	-	6	3	2	1
Mr	P N Venkatachalam	00499442	AAGPV2445J	Independent	16/09/2014	-	6	2	2	0
Mr	S Mahalingam	00121727	AAEPM7962R	Independent	23/07/2014	-	3	3	3	0
Mr	S Prasad	00063667	AAHPP0048C	Independent	16/09/2014	-	8	3	1	4
Mr	S Ravindran	00045076	AACPR6159H	Non-Executive	22/07/2016	-	-	2	2	0
Ms	Shobhana Ramachandhran	00273837	ABHPS7615M	Independent	23/07/2014	-	3	3	1	1
Mr	Rajiv C Lochan [§]	05309534	ABUPL9403D	Independent	25/11/2016	-	0.08	1	0	0
Mr	Aroon Raman [#]	00201205	ABXPR5463J	Independent	16/09/2014	31/10/2016	8	4	2	0
Mr	T T Srinivasaraghavan	00018247	AAGPS0089M	Executive	01/04/2013	-	-	1	1	0
Mr	Harsha Viji	00602484	AABPH5786K	Executive	24/09/2015	-	-	1	0	0
Mr	A N Raju	00036201	AACPR9536L	Executive	01/06/2014	-	-	1	1	0

* Tenure (rounded off in years) includes the term served by them upto 31.12.2016 as Independent Directors under Companies Act, 1956 & Companies Act 2013.

Sri Aroon Raman relinquished his office as Director w.e.f. 31.10.2016.

§ Sri Rajiv C Lochan was co-opted as Additional Director on 25.11.2016, to function as Independent Director.

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For Sundaram Finance Limited**


P. Viswanathan
Secretary & Compliance Officer



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II Composition of Committees

S No	Name of the Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1.	Audit Committee	(i) Mr S Prasad	Independent
		(ii) Mr S Ravindran	Non-Executive
		(iii) Ms Shobhana Ramachandhran	Independent
2.	Nomination, Compensation & Remuneration Committee	(i) Mr P N Venkatachalam	Independent
		(ii) Mr S Prasad	Independent
		(iii) Mr S Ravindran	Non-Executive
		(iv) Mr Aroon Raman*	Independent
3.	Risk Management Committee	(i) Mr T T Srinivasaraghavan	Executive
		(ii) Mr Srinivas Acharya	Not applicable*
		(iii) Mr Harsha Viji	Executive
		(iv) Mr A N Raju	Executive
		(v) Mr M Ramaswamy	Not applicable*
4.	Stakeholders Relationship Committee	(i) Mr S Prasad	Independent
		(ii) Mr T T Srinivasaraghavan	Executive
		(iii) Mr A N Raju	Executive

* Mr Srinivas Acharya is a Non-Board Member & Mr M Ramaswamy is the CFO of the Company.

Upto 31.10.2016.

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Secretary & Compliance Officer



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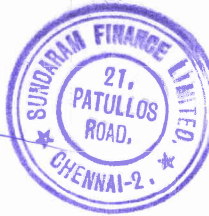
III Meetings of Board of Directors

Date (s) of Meeting (if any) in the previous quarter	Date (s) of Meeting (If any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
29/07/2016	31/10/2016	32
28/09/2016	25/11/2016	24



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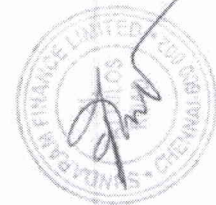

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IV Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
21/10/2016	Yes	25/07/2016	59
25/11/2016	Yes	22/08/2016	34
19/12/2016	Yes		23
Nomination, Compensation & Remuneration Committee			
24/11/2016	Yes	-	
Risk Management Committee			
27/10/2016	Yes	27/07/2016	30
07/12/2016	Yes	16/08/2016	40
-		23/09/2016	
-		26/09/2016	
Stakeholder's Relationship Committee			
13/12/2016	Yes	06/07/2016	159



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QUARTERLY REPORT ON CORPORATE GOVERNANCE (As per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 V Related Party Transactions	
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA*
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

* There were no material related party transactions during the quarter/year.

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VI Affirmations

- 1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 2 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
- 3 The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 4 The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 5 The report for the quarter 30th Sep 2016 was placed at the Board meeting held on 31st October 2016. This report for the quarter ended 31st Dec 2016 will be placed at the ensuing meeting of the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **None**

Name & Designation

P Viswanathan

Company Secretary & Compliance Officer / Managing Director / CEO

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P. Viswanathan
Secretary & Compliance Officer

